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Hearing Time: May 21, 2019
10:00 a.m.

Objection Deadline: May 14, 2019

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Attorneys for Liberty Insurance Corporation

**IN THE UNITED STATES
BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

IN RE:

**SEARS HOLDINGS CORPORATION, et
al.,**

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

Honorable Robert D. Drain

**NOTICE OF MOVANT LIBERTY INSURANCE CORPORATION'S
MOTION FOR RELIEF FROM AUTOMATIC STAY
PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. A hearing to consider Liberty Insurance Corporation's Motion for relief from the automatic stay, pursuant to section 362 of Title 11 of the United States Code, Rule 4001 of the Federal Rules of Bankruptcy Procedure, and Rule 4001-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at 300 Quarropas Street, White Plains, New York 10601, on **May 21, 2019 at 10:00 a.m.** The deadline to file an objection is **May 14, 2019 at 4:00 p.m.**

2. If no objections are timely filed and served in accordance with the applicable Case Management Order, this Honorable Court may grant the relief requested without a hearing.

3. The following are parties upon whom any Objection to the Pleading is required to be served:

- a. the Chambers of the Honorable Judge Robert D. Drain (“Chambers”), United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, Room 248, White Plains, New York 10601;
- b. the Debtors, c/o Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates IL 60179 (Attn: Stephen Sitley Esq., and Luke J. Valentino, Esq.);
- c. Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Esq., Garret A. Fail, Esq., and Sunny Singh, Esq.), proposed attorneys for the Debtors;
- d. the Office of the United States Trustee for Region 2 (the “U.S. Trustee”), 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Paul Schwartzberg, Esq.);
- e. Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.), attorneys for Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent;
- f. Davis Polk & Wardell LLP, 450 Lexington Avenue, New York, NY, 10017 (Attn: Marshall S. Huebner, Esq. and Eli J. Vonnegut, Esq.), attorneys for Citibank, N.A., as administrative agent under the Stand-Alone L/C Facility;
- g. Cleary, Gottlieb, One Liberty Plaza, New York, NY, 10006 (Attn: Sean A. O’Neal, Esq.), attorneys for JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, and the Consolidated Secured Loan Facility;
- h. Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178 (Attn: Eric R. Wilson, Esq., Benjamin D. Feder, Esq., and T. Charlie Liu, Esq.), attorneys for Computershare Trust Company, N.A., as trustee for the Second Lien PIK Notes, the Holdings Unsecured PIK Notes, and the Holdings Unsecured Notes;
- i. Seyfarth Shaw LLP, 620 Eighth Avenue, New York, NY 10018 (Attn: Edward M. Fox, Esq.), attorneys for Wilmington Trust, National Association, as indenture trustee for the Second Lien Notes;
- j. Carter Ledyard & Milburn LLP, 2 Wall Street, New York, NY 10015 (Attn: James Gadsden, Esq.), attorneys for The Bank of New York Mellon Trust Company, as successor trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes;
- k. Locke Lord LLP, 111 South Wacker Drive, Chicago, IL 60606 (Attn: Brian A. Raynor, Esq.), attorneys for the Pension Benefit Guaranty Corporation;

- l. Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors (the “Creditors’ Committee”); and
- m. Jeeil Choi, Esquire Litchfield Cavo LLP, 420 Lexington Avenue New York, NY 10170.

4. In addition to the Standard Parties, Movant has provided notice to the 2002 parties listed in Master Service List as of March 18, 2019. Please see noticed 2002 parties list attached hereto as Exhibit B.

EXHIBIT “B”

In re: Sears
Master Service List
Case No. 18-23538 (RDO)

DESCRIPTION	NAME	NOTICE NAME	EMAIL
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Counsel to Rare Hospitality Management, LLC, Rare Hospitality International, Inc., Cheddars Casual Café, Inc., and Darden Restaurants, Inc.	Arent Fox LLP	Attn: Andrew I. Silfen, Beth Brownstein	andrew.silfen@arentfox.com beth.brownstein@arentfox.com brian.lohan@arnoldporter.com
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Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart store # 9416	Cardmody Torrance Sandak & Hennessy LLP	Attn: Thomas J. Sansone	tsansone@cardmodylaw.com
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In re: Sears
Master Service List
Case No. 18-23538 (ROD)

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Counsel to Transform Holdco LLC			sonal@cgsh.com
		Attn: Sean A. O'Neal, James L. Bromley, Andrew Weaver, Rahul Mukhi, Jennifer Kennedy Park	aweaver@cgsh.com
Counsel to JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, the Consolidated Secured Loan Facility, and ESL Investments, Inc. and its affiliates (including JPP, LLC, & JPP II, LLC)			rmukhi@cgsh.com
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Trustee for the Second Lien PIK Notes, the Holdings Unsecured Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Top Creditor	Computershare Trust Company, N.A.	Attn: Michael A. Smith, Vice President - Corporate Trust	michael.smith2@computershare.com
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In re: Sears
Master Service List
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In re: Sears
Master Service List
Case No. 18-23538 (RDO)

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In re: Sears
Master Service List
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In re: Sears
Master Service List
Case No. 18-23538 (RDO)

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